

## SUCCESSOR AGENCY CONTACT INFORMATION

### Successor Agency

ID: **198**  
County: **Orange**  
Successor Agency: **Huntington Beach**

### Primary Contact

Honorific (Ms, Mr, Mrs)

First Name

Last Name

Title

Address

City

State

Zip

Phone Number

Email Address

**Lori Ann**

**Farrell**

**Director of Finance**

**2000 Main Street**

**Huntington Beach**

**CA**

**92648**

**714-536-5225**

**loriann.farrell@surfcity-hb.org**

### Secondary Contact

Honorific (Ms, Mr, Mrs)

First Name

Last Name

Title

**Kellee**

**Fritzal**

**Deputy Director of Economic Development**

## SUCCESSOR AGENCY CONTACT INFORMATION

Phone Number

**714-374-1519**

Email Address

**kfritzal@surfcity-hb.org**

**SUMMARY OF RECOGNIZED OBLIGATION PAYMENT SCHEDULE**

Filed for the July 1, 2013 to December 31, 2013 Period

Name of Successor Agency: **HUNTINGTON BEACH (ORANGE)**

Outstanding Debt or Obligation	Total
Total Outstanding Debt or Obligation	<b>\$110,987,863</b>

Current Period Outstanding Debt or Obligation	Six-Month Total
A Available Revenues Other Than Anticipated RPTTF Funding	<b>\$404,931</b>
B Enforceable Obligations Funded with RPTTF	<b>\$6,525,998</b>
C Administrative Allowance Funded with RPTTF	<b>\$195,780</b>
D Total RPTTF Funded (B + C = D)	<b>\$6,721,778</b>
E Total Current Period Outstanding Debt or Obligation (A + B + C = E) <i>Should be same amount as ROPS form six-month total</i>	<b>\$7,126,709</b>
F Enter Total Six-Month Anticipated RPTTF Funding	\$5,974,810
G Variance (F - D = G) <i>Maximum RPTTF Allowable should not exceed Total Anticipated RPTTF Funding</i>	<b>(\$746,968)</b>

**Prior Period (July 1, 2012 through December 31, 2012) Estimated vs. Actual Payments** (as required in HSC section 34186 (a))

H Enter Estimated Obligations Funded by RPTTF <i>(lesser of Finance's approved RPTTF amount including admin allowance or the actual amount distributed)</i>	\$3,428,586
I Enter Actual Obligations Paid with RPTTF	\$5,346,465
J Enter Actual Administrative Expenses Paid with RPTTF	\$167,416
K Adjustment to Redevelopment Obligation Retirement Fund (H - (I + J) = K)	\$0
L Adjustment to RPTTF (D - K = L)	\$6,721,778

Certification of Oversight Board Chairman:

Connie Boardman

Chair

Pursuant to Section 34177(m) of the Health and Safety code,

Name

Title

I hereby certify that the above is a true and accurate Recognized

Obligation Payment Schedule for the above named agency.

/s/

Signature

Date

HUNTINGTON BEACH (ORANGE)  
 RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A)  
 July 1, 2013 through December 31, 2013

Oversight Board Approval Date: \_\_\_\_\_

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2013-14	Funding Source					
									Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
							\$110,987,863	\$7,813,265	\$0	\$404,931	\$195,780	\$6,525,998	\$0	\$7,126,709
1	Land Sale Emerald Cove	5/18/2009	10/1/2030	COHB Park A & D Fund	Legally Binding Operative Agreement Principal Amount - \$1,740,834, Interest Rates 3.81%, Debt Incurred on May 18, 2009	Merged	0	0	0	0	0	0	0	0
2	Hyatt Regency Huntington Beach Project	9/14/1998	9/30/2023	Robert Mayer Corporation	Disposition and Development Agreement approved on September 14, 1998 for the Waterfront Development	Merged	5,322,415	734,936	0	0	0	367,049	0	367,049
3	2002 Tax Allocation Refunding Bonds	6/19/2002	8/1/2024	Bank of New York Trust Co.	Tax Allocation Bonds Debt Service Payments	Merged	16,028,644	1,619,488	0	0	0	1,340,469	0	1,340,469
4	1999 Tax Allocation Refunding Bonds	1/12/1999	8/1/2024	Bank of New York Trust Co.	Tax Allocation Bonds Debt Service Payments	Merged	7,033,802	732,826	0	0	0	604,144	0	604,144
5	2002 Tax Allocation Refunding Bonds	11/17/2010	11/17/2013	Arbitrage Compliance Specialist	Tax Allocation Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged	500	500	0	0	0	500	0	500
6	1999 Tax Allocation Refunding Bonds	11/17/2010	11/17/2013	Arbitrage Compliance Specialist	Tax Allocation Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged	500	500	0	0	0	500	0	500
7	2002 Tax Allocation Refunding Bonds	6/19/2002	8/1/2016	Internal Revenue Service	IRS Arbitrage Rebate Payment	Merged	0	0	0	0	0	0	0	0
8	2002 Tax Allocation Refunding Bonds	6/19/2002	8/1/2024	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged	1,537	1,537	0	0	0	1,537	0	1,537
9	1999 Tax Allocation Refunding Bonds	1/12/1999	8/1/2024	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged	848	848	0	0	0	848	0	848
10	2002 Tax Allocation Refunding Bonds	7/7/2009	7/7/2014	Harrell & Company Advisors, LLC	Preparation and filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged	250	250	0	0	0	250	0	250
11	1999 Tax Allocation Refunding Bonds	7/7/2009	7/7/2014	Harrell & Company Advisors, LLC	Preparation and filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged	1,525	1,525	0	0	0	1,525	0	1,525
12	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds	5/13/2010	9/1/2021	US Bank	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds Debt Service Payments	Merged	0	0	0	0	0	0	0	0
13	HUD Section 108 Infrastructure Loan for Hyatt/Hilton Properties	7/21/2010	8/1/2019	Bank of New York Mellon	Legally binding and enforceable loan agreement with the U.S. Department of Housing and Urban Development for capital improvements	Merged	3,025,000	425,167	0	0	0	388,756	0	388,756
14	Strand Hotel and Mixed-Use Project, Parking & Infrastructure	June 1999 to November 2008	9/30/2033	CIM Group, LLC and Kane Ballmer and Berkman	#####	Merged	13,319,723	677,903	0	0	0	677,903	0	677,903
15	Strand Project Additional Parking	1/20/2009	9/30/2033	CIM Group, LLC	Property Tax Sharing Agreement under the Disposition and Development Agreement (DDA) and Sixth Implementation Agreement for the Strand projects parking structure authorized on January 20, 2009.	Merged	1,039,285	49,576	0	0	0	49,576	0	49,576
16	Pacific City	10/16/2006		Makar Properties & Kane Ballmer and Berkman	Owner Participation Agreement approved on October 16, 2006 for future development of a 31-acre site located at Pacific Coast Highway and First Street and financed by property tax allocations.	Merged	5,520,000	20,000	0	0	0	20,000	0	20,000
17	Pacific City - Very Low Income Units	10/16/2006		Makar Properties	#####	Merged	0	0	0	0	0	0	0	0
18	Affordable Housing Compliance Community Redevelopment Law, Health and Safety Code Section 33000, et. seq. Covenant monitoring per AB 987.		7/20/2013	Amerinational	#####	Merged	0	0	0	0	0	0	0	0
19	Repayment of SERAF Debt Obligation 2009	5/10/2010		Housing Authority	Legally enforceable obligation for SERAF Loan repayment	Merged	3,331,300	750,000	0	0	0	750,000	0	750,000
20	Repayment of SERAF Debt Obligation 2010	5/10/2011		Housing Authority	Legally enforceable obligation for SERAF Loan repayment	Merged	706,842	0	0	0	0	0	0	0
21	Abdelmudi Owner Participation Agreement/Rent Differential Agreement	5/28/1991	12/31/2017	Abdelmudi Development Company	Owner Participation Agreement/Rent Differential Agreement approved on May 28, 1991 for the development of the three story building at the Oceanview Promenade. The Third Implementation Amendment took effect on November 21, 1994.	Merged	6,000	6,000	0	0	0	6,000	0	6,000
22	Covenant enforcement for Affordable housing projects	2/20/2012	2/20/2013	Jessica Latham, Esq	Statutory obligation for legal compliance and operations of Housing Authority pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000, et. seq.	Merged	0	0	0	0	0	0	0	0
23	Unfunded CalPERS Pension Liabilities	6/30/2010		CalPERS	Unfunded CalPERS pension obligation as per CalPERS actuarial valuation as of June 30, 2010 with estimated factor increase for FY 12/13	Merged	2,364,734	210,123	0	0	0	105,062	0	105,062
24	Unfunded Supplemental Retirement Liabilities	9/30/2011		US Bank	Unfunded actuarial accrued liability as of September 30, 2012 as per actuarial valuation by Bartel Associates, LLC.	Merged	589,208	57,907	0	0	0	28,952	0	28,952
25	Public Agency Retirement Systems (PARS) Notes Payable	9/10/2010	10/10/2014	Pacific Life Ins	Legally enforceable retirement obligation for early retirement incentive program and annuity contract with Pacific Life Insurance incorporated.	Merged	104,802	52,401	0	0	0	52,401	0	52,401
26	Unfunded OPEB Liabilities	6/30/2011		CalPERS/CERBT	Unfunded actuarial accrued liability as of June 30, 2012 as per Bartel Associates, LLC.	Merged	246,371	12,444	0	0	0	6,222	0	6,222
27	Obligation for unused employee General Leave earned and vested	9/30/2011		City employees directly involved in Housing and Redevelopment projects and administration	Obligation for unused employee General Leave earned and vested as per MOUs and AB 1X26	Merged	77,792	25,688	0	0	0	25,688	0	25,688
28	Successor Agency Compliance per H & S Code 33433	5/7/2007	4/30/2014	Tierra West	Financial and Real estate consultant	Merged	7,500	7,500	0	0	0	5,000	0	5,000

HUNTINGTON BEACH (ORANGE)  
 RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A)  
 July 1, 2013 through December 31, 2013

Oversight Board Approval Date: \_\_\_\_\_

Item #	Project Name / Debt Obligation	Contract/Agreement Execution Date	Contract/Agreement Termination Date	Payee	Description/Project Scope	Project Area	Total Outstanding Debt or Obligation	Total Due During Fiscal Year 2013-14	Funding Source					
									Bond Proceeds	Reserve Balance	Admin Allowance	RPTTF	Other	Six-Month Total
29	Bella Terra Parking Infrastructure Property Tax Sharing Agreement		9/30/2025	Bella Terra Associates LLC and Kane Ballmer and Berkman	*****	Merged	13,709,675	1,840,000	0	0	0	1,840,000	0	1,840,000
30	Bella Terra Phase II	10/4/2010	7/1/2036	8TDIM Phase II Associates (DIM) and Kane Ballmer and Berkman	Affordable Housing Agreement approved on October 4, 2010 for construction of a 467 mixed-use unit project. Project is currently under construction and financed by property tax allocations. Includes legal requirements to implement obligation.	Merged	27,438,830	25,000	0	0	0	25,000	0	25,000
31	Pierside Pavilion Owner Participation Agreement	7/6/2009		Pierside Pavilion, LLC and Kane Ballmer and Berkman	Owner Participation Agreement (OPA) approved on July 6, 2009 for the continued redevelopment of the site located at 300 Pacific Coast Highway in Downtown Huntington Beach. Legal services were incurred to amend the legally obligated OPA.	Merged	5,000	5,000	0	0	0	2,500	0	2,500
32	Operative Agreement for the Huntington Beach Redevelopment Project		10/1/2030	City of Huntington Beach	Loan repayment for advance made on capital projects in FY 2004/05	Southeast Coastal	0	0	0	0	0	0	0	0
33	Assessment for AES Property Tax Valuation	3/21/2011	3/21/2012	Van Horn Consulting	Assessment for AES Property Tax Valuation	Southeast Coastal	5,000	5,000	0	0	0	5,000	0	5,000
34	Employee termination/layoff costs related to dissolution of Redevelopment Agency	9/30/2011	9/30/2011	Employee 1	Payment of costs incurred to fulfilled collective bargaining agreements for layoffs/terminations of City employees relating to the dissolution of the Redevelopment Agency per Health & Safety Code Section 34171(d)(1)(C)	Merged & Southeast Coastal	11,700	11,700	0	0	0	11,700	0	11,700
35	Employee termination/layoff costs related to dissolution of Redevelopment Agency	9/30/2011	9/30/2011	Employee 2	Payment of costs incurred to fulfilled collective bargaining agreements for layoffs/terminations of City employees relating to the dissolution of the Redevelopment Agency per Health & Safety Code Section 34171(d)(1)(C)	Merged & Southeast Coastal	9,666	9,666	0	0	0	9,666	0	9,666
36	Employee termination/layoff costs related to dissolution of Redevelopment Agency	9/30/2011	12/23/2011	Employee 3	Payment of costs incurred to fulfilled collective bargaining agreements for layoffs/terminations of City employees relating to the dissolution of the Redevelopment Agency per Health & Safety Code Section 34171(d)(1)(C)	Merged & Southeast Coastal	0	0	0	0	0	0	0	0
37	Employee termination/layoff costs related to dissolution of Redevelopment Agency	9/30/2011	9/30/2011	Employee 4	Payment of costs incurred to fulfilled collective bargaining agreements for layoffs/terminations of City employees relating to the dissolution of the Redevelopment Agency per Health & Safety Code Section 34171(d)(1)(C)	Merged & Southeast Coastal	0	0	0	0	0	0	0	0
38	Litigation expenses for City of Palmdale et al. v. Matosantos pursuant to Health and Safety Code Section 34171(d)(1)(F)	7/8/2012	7/8/2015	Kane Ballmer & Berkman	Payment of litigation costs incurred through June 30, 2012 relating to application for a Temporary Restraining Order pertaining to the June 1, 2012 property tax payments eligible under Health and Safety Code Section 34171(d)(1)(F) as amended by AB 1484	Merged & Southeast Coastal	0	0	0	0	0	0	0	0
39	Legal expenses for Successor Agency compliance with AB 1x 26 and AB 1484 pursuant to Health and Safety Code Section 34171(d)(1)(F)	7/8/2012	7/8/2015	Kane Ballmer & Berkman	Legal expenses to ensure Successor Agency compliance with AB 1x 26 and AB 1484	Merged & Southeast Coastal	150,000	75,000	0	0	0	75,000	0	75,000
40	Economic Analysis services related to Successor Agency compliance with AB 1x 26 and AB 1484 pursuant to Health and Safety Code Section 34171(d)(1)(F)	6/15/2010	6/15/2014	Keyser Marston	Economic Analysis consulting services to ensure Successor Agency compliance with AB 1x 26 and AB 1484	Merged & Southeast Coastal	500,000	200,000	0	0	0	70,000	0	70,000
41	Huntington Center Redevelopment Plan development	6/9/2005	10/1/2030	Successor Agency	Land and Right-of-way acquisition costs connected with the Gothard-Hoover Extension project and development of a public storage facility	Merged	0	0	0	0	0	0	0	0
42	Main-Pier Redevelopment Project Phase II	6/10/2005	10/1/2030	Successor Agency	Costs incurred to acquire land within the Main-Pier project area for Phase II development projects	Merged	0	0	0	0	0	0	0	0
43	Development of Downtown Main-Pier project area		10/1/2030	Successor Agency	Costs incurred to acquire land within the Main-Pier project area to implement the construction of parking facilities within the Downtown Main-Pier area	Merged	0	0	0	0	0	0	0	0
44	Third Block West commercial/residential project	6/18/2005	10/1/2030	Successor Agency	Relocation, property acquisition, and other project costs associated with the Third Block West Condominium/Retail/Office project in the Main-Pier Redevelopment project area	Merged	0	0	0	0	0	0	0	0
45	Second Block Alley and Street Improvement Project	6/10/2005	10/1/2030	Successor Agency	Property acquisition cost associated with the Second Block alley and street improvement project	Merged	0	0	0	0	0	0	0	0
46	Strand Project	6/18/2005	10/1/2030	Successor Agency	Relocation costs paid to Wind and Sea Surf Shop	Merged	0	0	0	0	0	0	0	0
47	Pierside Hotel/Retail/Parking Structure Project		10/1/2030	Successor Agency	Relocation costs paid to Terry's Coffee Shop and First Interstate Bank	Merged	0	0	0	0	0	0	0	0
48	Waterfront Commercial Master Site Plan		10/1/2030	Successor Agency	Costs related to the relocation, buyout, and demolition of Driftwood and Pacific Mobile Home Parks related to the Waterfront Commercial Master Site Plan	Merged	0	0	0	0	0	0	0	0

Oversight Board Approval Date: \_\_\_\_\_

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Oversight Board Approval Date: \_\_\_\_\_

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Oversight Board Approval Date: \_\_\_\_\_

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Oversight Board Approval Date: \_\_\_\_\_

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HUNTINGTON BEACH (ORANGE)  
Pursuant to Health and Safety Code section 34186 (a)  
PRIOR PERIOD ESTIMATED OBLIGATIONS vs. ACTUAL PAYMENTS  
RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS II)  
July 1, 2012 through December 31, 2012

Item #	Project Name / Debt Obligation	Payee	Description/Project Scope	Project Area	LMHF		Bond Proceeds		Reserve Balance		Admin Allowance		RPTTF		Other	
					Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual	Estimate	Actual
					\$0	\$0	\$0	\$0	\$0	\$0	\$167,416	\$167,416	\$5,580,531	\$5,346,465	\$0	\$0
P1, Line 18	Land Sale Emerald Cove	COHB Park A & D Fund	Legally Binding Operative Agreement Principal Amount -	Merged									0	0		
P2, Line 1	Main-Pier Purchase Loan Repayment	Housing Authority	Legally Binding and Enforceable Agreement for Property Acquisition for the Main-Pier Project	Merged									0	0		
P2, Line 2	Hyatt Regency Huntington Beach Project	Robert Mayer Corporation	Disposition and Development Agreement approved on September 14, 1998 for the Waterfront Development	Merged									367,896	367,887		
P2, Line 3	2002 Tax Allocation Refunding Bonds	Bank of New York Trust Co.	Tax Allocations Bonds Debt Service Payments	Merged									1,315,369	1,315,369		
P2, Line 4	1999 Tax Allocation Refunding Bonds	Bank of New York Trust Co.	Tax Allocations Bonds Debt Service Payments	Merged									599,044	599,044		
P2, Line 5	2002 Tax Allocation Refunding Bonds	Arbitrage Compliance Specialist	Tax Allocations Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged									500	0		
P2, Line 6	1999 Tax Allocation Refunding Bonds	Arbitrage Compliance Specialist	Tax Allocations Bonds arbitrage rebate calculation - Federal IRS Compliance	Merged									0	0		
P2, Line 7	2002 Tax Allocation Refunding Bonds	Internal Revenue Service	15th Year Arbitrage Rebate Paymabt	Merged									0	0		
P2, Line 8	2002 Tax Allocation Refunding Bonds	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged									1,537	1,812		
P2, Line 9	1999 Tax Allocation Refunding Bonds	Bank of New York Mellon	Tax Allocation Bonds - Payment to Fiscal Agent	Merged									0	0		
P2, Line 10	2002 Tax Allocation Refunding Bonds	AMBAC	Bank of America Master Repurchase Agreement for Debt Service Reserve	Merged									0	0		
P2, Line 11	2002 Tax Allocation Refunding Bonds	Harrell & Company Advisors, LLC	Preparation and Filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged									250	250		
P2, Line 12	1999 Tax Allocation Refunding Bonds	Harrell & Company Advisors, LLC	Preparation and Filing of Continuing Disclosure Annual Reports and Material Event Notices	Merged									1,525	1,500		
P2, Line 13	HUD Section 108 Infrastructure Loan for Hyatt/Hilton Properties	Bank of New York Mellon	Legally binding and enforceable loan agreement with the US Department of Housing and Urban Development for capital improvements	Merged									370,175	370,175		
P2, Line 14	HELP Bowen Court	California Housing Finance Authority	Full payment of loan borrowed by Agency for Senior Rental Complex from the State of California	Merged									0	0		
P3, Line 1	Strand Hotel and Mixed Use Project, Parking & Infrastructure Implementing Agreement	CIM Group, LLC and Kane Ballmer and Berkman	#####	Merged									685,403	677,903		
P3, Line 2	Strand Project Additional Parking	CIM Group, LLC	Property Tax Sharing Agreement under the Disposition and Development Agreement (DDA) and Sixth Implementation Agreement for the Strand projects parking structure authorized on January 20, 2009	Merged									49,576	49,576		
P3, Line 3	Pacific City	Makar Properties and Kane Ballmer and Berkman	Owner Participation Agreement approved on October 16, 2006 for future development of a 31-acre site located at Pacific Coast Highway and First Street and financed by property tax allocations. Legal services incurred to eliminate obligation.	Merged									20,000	20,000		
P3, Line 4	Covenant Monitoring Obligations of Housing Authority	Housing Authority	Statutory Obligations for housing affordability, production, reporting and compliance as per Government Code	Merged									153,202	153,202		
P3, Line 5	Housing Authority Covenant Monitoring per AB 987	Keyser Marston	Statutory Obligations for Housing reporting, auditing, and compliance	Merged									75,000	?		
P4, Line 1	Affordable Housing Compliance pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000 et seq. Covenant monitoring per AB 987	Amerinational	Statutory obligation for housing compliance services pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000 et seq. Covenant monitoring per AB 987	Merged									37,500	0		
P4, Line 2	Affordable Housing Compliance pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000 et seq. Covenant monitoring per AB 987	Kane Ballmer and Berkman	Statutory obligation for legal, compliance and operations of Housing Authority pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000 et seq.	Merged									75,000	19,022		
P4, Line 3	Repayment of SERAF Debt Obligation 2009	Housing Authority	Legally enforceably obligation for SERAF Loan repayment	Merged									0	0		
P4, Line 4	Repayment of SERAF Debt Obligation 2010	Housing Authority	Legally enforceably obligation for SERAF Loan repayment	Merged									0	0		
P4, Line 5	Abdelmudi Owner Participation Agreement/Rent Differential Agreement	Abdelmudi Development Company	Owner Participation Agreement/Rent Differential Agreement approved on May 28, 1991 for the development of the three story building at the Oceanview Promenade. The Third Implementation Amendment took effect on November 21, 1994.	Merged									6,000	1,468		
P4, Line 7	#####	Grace Jo, Esq.	Statutory obligation for legal, compliance and operations of Housing Authority pursuant to the requirements of Section 33413(b)(4) and 33490(a)(2) and (3) of the California Community Redevelopment Law, Health and Safety Code Section 33000 et seq.	Merged									0	0		

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**HUNTINGTON BEACH (ORANGE)**  
**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A) -- Notes (Optional)**

July 1, 2013 through December 31, 2013

Item #	Project Name / Debt Obligation	Notes/Comments
1	Land Sale Emerald Cove	
2	Hyatt Regency Huntington Beach Project	Actual payee is PCH Beach Reports LLC
3	2002 Tax Allocation Refunding Bonds	
4	1999 Tax Allocation Refunding Bonds	
5	2002 Tax Allocation Refunding Bonds	
6	1999 Tax Allocation Refunding Bonds	
7	2002 Tax Allocation Refunding Bonds	The Tax Allocation Bond arbitrage rebate payment for Federal IRS Compliance was paid in the January to June 2013 ROPS period
8	2002 Tax Allocation Refunding Bonds	
9	1999 Tax Allocation Refunding Bonds	
10	2002 Tax Allocation Refunding Bonds	
11	1999 Tax Allocation Refunding Bonds	
12	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds	
13	HUD Section 108 Infrastructure Loan for Hyatt/Hilton Properties	
14	Strand Hotel and Mixed-Use Project, Parking & Infrastructure	
15	Strand Project Additional Parking	
16	Pacific City	
17	Pacific City - Very Low Income Units	
18	Affordable Housing Compliance Community Redevelopment Law, Health and Safety Code Section 33000, et. seq. Covenant monitoring per AB 987.	
19	Repayment of SERAF Debt Obligation 2009	Pursuant to AB 1484, repayment to the former Redeveopemtn Agency's housing successor entity for deposit into the LMIHF to make Supplemental Educational Revenue Augmentation Fund (SERAF) payment, subject to the City obtaining the necessary finding of completion.
20	Repayment of SERAF Debt Obligation 2010	
21	Abdelmudi Owner Participation Agreement/Rent Differential Agreement	
22	Covenant enforcement for Affordable housing projects	
23	Unfunded CalPERS Pension Liabilities	Based upon the most recent actuarial valuation dated October 2012 for Fiscal Year ending June 30, 2011
24	Unfunded Supplemental Retirement Liabilities	Based upon the most recent actuarial valuation dated October 2012 for Fiscal Year ending June 30, 2011
25	Public Agency Retirement Systems (PARS) Notes Payable	
26	Unfunded OPEB Liabilities	Based upon the most recent actuarial valuation dated October 2012 for Fiscal Year ending June 30, 2011
27	Obligation for unused employee General Leave earned and vested	
28	Successor Agency Compliance per H & S Code 33433	
29	Bella Terra Parking Infrastructure Property Tax Sharing Agreement	
30	Bella Terra Phase II	The Payee should actually be Bella Terra Villas, LLC
31	Pierside Pavilion Owner Participation Agreement	
32	Operative Agreement for the Huntington Beach Redevelopment Project	
33	Assessment for AES Property Tax Valuation	
34	Employee termination/layoff costs related to dissolution of Redevelopment Agency	The total amount of this obligation was increased due to the former employee's filing of unemployment claims for the first and second quarter; the employee did not file a claim for the third quarter.
35	Employee termination/layoff costs related to dissolution of Redevelopment Agency	Amount represents cost incurred for layoff of City Employee performing work directly related to the former Redevelopment Agency as per Health and Safety Code Section 34171(d)(1)©
36	Employee termination/layoff costs related to dissolution of Redevelopment Agency	
37	Employee termination/layoff costs related to dissolution of Redevelopment Agency	
38	Litigation expenses for City of Palmdale et al. v. Matosantos pursuant to Health and Safety Code Section 34171(d)(1)(F)	

**HUNTINGTON BEACH (ORANGE)**  
**RECOGNIZED OBLIGATION PAYMENT SCHEDULE (ROPS 13-14A) -- Notes (Optional)**  
**July 1, 2013 through December 31, 2013**

Item #	Project Name / Debt Obligation	Notes/Comments
39	Legal expenses for Successor Agency compliance with AB 1x 26 and AB 1484 pursuant to Health and Safety Code Section 34171(d)(1)(F)	
40	Economic Analysis services related to Successor Agency compliance with AB 1x 26 and AB 1484 pursuant to Health and Safety Code Section 34171(d)(1)(F)	
41	Huntington Center Redevelopment Plan development	
42	Main-Pier Redevelopment Project Phase II	
43	Development of Downtown Main-Pier project area	
44	Third Block West commercial/residential project	
45	Second Block Alley and Street Improvement Project	
46	Strand Project	
47	Pierside Hotel/Retail/Parking Structure Project	
48	Waterfront Commercial Master Site Plan	
49	Strand Project	
50	Enforcement of Successor Agency compliance and monitoring per AB 1X26 ****	The Successor Agency to the Huntington Beach Redevelopment Agency does not intend to waive any constitutional, legal or equitable rights of the Successor Agency, its Oversight Board or the City of Huntington Beach and expressly reserves any all rights, privileges, and defenses available to the Successor Agency, its Oversight Board or the City of Huntington Beach under law and equity.
51	S & S Fencing/Fencing to secure real property	Purasant to Health and Safety Code section 34171 (d) (F), fencing is required to secure the property that has been transferred back to the Successor Agency
52	TruGreen/Weed Abatement for real property	Purasant to Health and Safety Code section 34171 (d) (F), weed abatement is required to secure the property that has been transferred back to the Successor Agency
53	Emerald Cove 2010 Series A Lease Revenue Refunding Bonds	The LMIHF has been retained to pay the Bond debt, and the payment is from the retained LMIHF monies. No RPTTF funding is requested at this time
54	Pacific City - Very Low Income Units	It is the Successor Agency's obligation to include statutory housing obligations on the ROPS and is currently the subject of judicial review and the Pacific City obligation is being included to reserve our right to use RPTTF if the Court determines that such obligations are enforceable.